



TN CyberTech Investments Holdings Limited

(formerly EcoCash Holdings Zimbabwe Limited)

(Incorporated in Zimbabwe on 29 March 2012 under Company Registration Number 2487/2012) ZSE Alpha Code: TNCL.zw ISIN ZW 000 901 250 2
(TN CyberTech or the Company)

NOTICE TO MEMBERS - ANNUAL GENERAL MEETING

Notice is hereby given that the **Seventh Annual General Meeting of the members of TN CyberTech Investments Holdings Limited (formerly EcoCash Holdings Zimbabwe Limited)** will be held at 48 Borrowdale Road, Borrowdale, Harare, on **Tuesday 30 September 2025** at 0900hrs. Shareholders can also attend virtually by logging onto <https://tncybertech.fts-net.com>. The Meeting will be held to consider and, if deemed fit, to pass, with or without modification, the following ordinary and special resolutions:

1. ORDINARY BUSINESS

1.1 Adoption of Financial Statements for the year ended 28 February 2025

To receive and approve the financial statements for the year ended 28 February 2025, together with the reports of the Directors and Auditors thereon.

1.2 Election of Directors

1.2.1 Preamble

1.2.1.1 Following the successful completion of the scheme of reconstruction and the subsequent changes in the shareholder profile of the company, the board was reconfigured to reflect the new shareholding structure. The table below shows the list of directors that have resigned since the last AGM as part of the reorganisation of the board.

Director Name	Position
Mrs Sherree G. Shereni	Chairperson Independent Non-Executive Director
Dr Zienzile Dillon	Independent Non-Executive Director
Mr Hardy Pemhiwa	Non-Executive Director
Mr Darlington T. Mandivenga	Non-Executive Director
Mr Michael L. Bennett	Independent Non-Executive Director
Mr Christopher Maswi	Independent Non-Executive Director
Mr Eddie Chibi	Executive Director
Mrs Theresa Nyemba	Executive Director

1.2.1.2 Ms Elizabeth T. Masiyiwa and Mr Dominic Musengi have been retained as non-executive directors on the new board and the following new directors namely, Dr Titus Murefu, Mr Tawanda Nyambirai, Mr Morgen Mufowo, Mr Roy Chimanikire, Mr Evaristo Mudhikwa, Mr Rugare Chidembo, Mrs Nadine Gabi Levy and Mr Godknows Mudzingwa were appointed to the Board of Directors. Qualifications and experiences of Directors above are set out as Annexure A of this notice.

1.2.2 Resolution

1.2.2.1 To re-elect, Mr Dominic Musengi, who retires by rotation in terms of the Memorandum and Articles of Association of the Company, and being eligible, offers himself for re-election.

1.2.2.2 To individually re-elect the following Directors who were appointed post the last AGM, who retire from the office at this AGM in accordance with the Companies and Other Business Entities Act [Chapter 24:31] and are eligible and have offered themselves for re-election as Directors of the Company.

1.2.2.2.1	To re-elect Dr Titus Murefu as a Director of the company.
1.2.2.2.2	To re-elect Mr Tawanda Nyambirai as a Director of the company.
1.2.2.2.3	To re-elect Mr Morgen Mufowo as a Director of the company.
1.2.2.2.4	To re-elect Mr Roy Chimanikire as a Director of the company.
1.2.2.2.5	To re-elect Mr Evaristo Mudhikwa as a Director of the company.
1.2.2.2.6	To re-elect Mr Rugare Chidembo as a Director of the company.
1.2.2.2.7	To re-elect Mrs Nadine Gabi Levy as a Director of the company.
1.2.2.2.8	To re-elect Mr Godknows Mudzingwa as a Director of the company

1.3 Directors’ Remuneration

To approve the remuneration of Directors for the year ended 28 February 2025 in accordance with section 207 (2) of the Companies and Other Business Entities Act [Chapter 24:31] (The aggregate directors’ emoluments are included in the Annual Report).

1.4 Approval of Auditors’ Fees and Appointment of Auditors

1.4.1 To approve the Auditors’ fees for the previous year in accordance with section 191 of the Companies and Other Business Entities Act [Chapter 24:31].

1.4.2 To appoint BDO Zimbabwe Chartered Accountants as Auditors of the Company until the next Annual General Meeting.

(Note: The Group has adopted the requirements of the Companies and Other Business Entities Act (Chapter 24:31): Section 191(11) and the ZSE Listings Requirements (SI134/2019): Section 69(6) from the date of enactment. BDO Zimbabwe Chartered Accountants have been auditors to the Group for a period of three years. The Group is in compliance with the relevant laws and regulations.

2. SPECIAL BUSINESS

2.1 Renewal of Share Buy-back Authority

As a Special Resolution: “That the Company, as duly authorized by Article 10 of its Articles of Association, may undertake the purchase of its own ordinary shares in such manner or on such terms as the Directors may from time to time determine, provided that the repurchases are not made at a price greater than 5% above the weighted average of the market value for the securities for the five business days immediately preceding the date of the repurchase and also provided that the maximum number of shares authorized to be acquired shall not exceed 10% (ten percent) of the Company’s issued ordinary share capital.

“That this authority shall expire at the next Annual General Meeting and shall not exceed 15 months from the date of the resolution.”

After considering the effect of the maximum repurchase of the shares, the Directors are confident that:

- The Company will be able to pay its debts for a period of 12 months after the date of the Annual General Meeting.
- The assets of the Company will be in excess of liabilities.
- The share capital and reserves of the Company are adequate for a period of 12 months after the date of the notice of the Annual General Meeting.
- The Company will have adequate working capital for a period of 12 months after the date of the notice of the Annual General Meeting.

NOTES:

- The FY2025 Annual Report can be accessed on the Company’s website: www.ehzinvestor.com. Electronic copies of the FY2025 Annual Report (which includes the financial statements, Directors’ and Auditors’ Report) shall be emailed to those shareholders whose email addresses are on record.
- In terms of the Companies and Other Business Entities Act [Chapter 24:31], a member of the Company is entitled to appoint a proxy to attend, vote and speak in his/her stead at this meeting. A proxy need not be a member of the Company. Proxy forms should be forwarded to reach the office of the Transfer Secretaries at info@fts-net.com, or the Group Company Secretary at companysecretary@tn.co.zw not less than 48 hours before the scheduled meeting time.
- Members are requested to advise the Transfer Secretaries of their e-mail addresses and any changes to their contact numbers and/ or postal addresses.
- If you have any questions relating to this notice or the completion of the Form of Proxy, please contact the Group Company Secretary, on +263774222992 or via email on companysecretary@tn.co.zw or contact the transfer secretaries, First Transfer Secretaries on +2638677195906 or via email on infor@fts.net.com

By Order of the Board

Mrs C.R. Daniels
Group Company Secretary

8 September 2025

Registered Office:
19 Collins Avenue, Rolfe Valley, Chisipite, Harare, Zimbabwe.

ANNEXURE A: Profile of Directors

Name of Director	Nationality	Education	Experience
Titus Murefu	Zimbabwean	PhD in Eschatology - Heart of America Christian College & Theological Seminary (USA); Master’s in Peace, Leadership & Governance - Africa University (Mutare, Zimbabwe); Master’s in Theology Studies - Vision Graduate School (USA); Bachelor’s Degree in Theology - Zion Bible Institute (Rhode Island, USA); Diploma in Theology - Living Waters Theological Seminary (Harare); Diploma in Teaching - Zion College, Evangelical Training Association	Over 47 years’ experience in theology and leadership, with strong expertise in strategy, governance and development.
Tawanda Nyambirai	Zimbabwean	Bachelor of Laws (Honours) - University of Zimbabwe; Certificate in Conflict Resolution - Uppsala University (Sweden)	Over 30 years’ experience spanning banking, company secretarial work, corporate advisory, and trade and finance.
Morgen Mufowo	Zimbabwean	Africa Leadership Development Academy - University of Zimbabwe; MBA in Arts, Leadership & Management; BSc General in Computer Science and Biology - University of Zimbabwe; Full Member - Computer Society of Zimbabwe	Strong working knowledge of business and technology within the telecommunications and media industries. Experienced in information systems leadership with in-depth understanding of how technology solutions drive telecommunications, media and financial services businesses.
Roy Chimanikire	Zimbabwean	Chartered Accountant (Zimbabwe); Hons B. Compt in Accounting Science - University of South Africa	Over 20 years’ post-qualification experience. Former President of the Institute of Chartered Accountants Zimbabwe (ICAZ).
Evaristo Mudhikwa	Zimbabwean	Diplomas in Marketing	Entrepreneur with extensive experience in business management, sales, marketing and imports & exports clearing advisory.
Rugare Chidembo	Zimbabwean	MBA - University of Zimbabwe; Chartered Accountant; Bachelor of Accounting Science (Honours) - University of Zimbabwe	Over 35 years’ experience in accounting, management and business modelling.
Nadine Gabi Levy	South African	LLB and BCom - University of South Africa; Registered Compliance Officer - South African Futures Exchange and Financial Services Board (RSA)	Over 20 years’ experience in the financial services sector.
Elizabeth Tanya Masiyiwa	Zimbabwean	Executive MBA - Cambridge Judge Business School, University of Cambridge; Master’s in Social Entrepreneurship - Hult International Business School; BSc (Hons) in Banking & International Finance - Bayes Business School, City University of London	Experienced in leadership and strategic management.
Dominic Musengi	Zimbabwean	LLM - University of South Africa; LLB (Hons) - University of Zimbabwe; Diploma in Personnel Management	Over 25 years’ experience in company secretarial, financial and legal advisory, human resources and general management.
Godknows Mudzingwa	Zimbabwean	Masters in Business Administration majoring in Financial Services - University of Zimbabwe; Bachelor of Business Studies Honours in Finance and Banking Degree - University of Zimbabwe	15 years experience in corporate finance and investment management.

DIRECTORS:

Dr T. Murefu (Chairperson), Mrs N.G. Levy, Mr E. Mudhikwa, Mr M. Mufowo, Mr D. Musengi. Mr R. Chidembo, Mr R. Chimanikire, Ms E.T. Masiyiwa, Mr T. Nyambirai* (Group Chief Executive Officer), Mr G. Mudzingwa* (Group Operations Officer - Properties and Channel Strategy). * Executive